5/16/08 3:55:06,0 BK 126 PG 227 DESOTO COUNTY, MS OF W.E. DAVIS, CH CLERK

CERTIFICATE OF TRUST VIRGINIA LYNN WOOLSEY IRREVOCABLE TRUST

This Certificate of Trust is executed by Rebecca A. Beard, Trustee of the Virginia Lynn Woolsey Irrevocable Trust dated the 29th day of ________, 2008 pursuant to the provisions of §91-9-7, Miss. Code Annotated, 1972, to be filed in the Office of the Chancery Clerk of DeSoto County, Mississippi.

- (A) Name of Trust: Virginia Lynn Woolsey Irrevocable Trust
- (B) Office, Name and Mailing Address of Trustee:

Rebecca A. Beard 2018 McIngvale Rd. Hernando, MS 38632

(C) Name and Address of Grantor:

Milton L. Woolsey 10365 Woolsey Rd Olive Branch, MS 38654

(D) Description of Real Estate owned by or conveyed to the Trust:

See Exhibit "A" attached hereto for description of 102.98 acres more or less in the Northeast Quarter and the Northwest Quarter of Section 23, Township 2 South, Range 6 West, Desoto County, Mississippi.

- (E) Anticipated Date of Termination of Trust:
 - The Trust will terminate on the death of Virginia Lynn Woolsey.
- (F) General Powers Granted the Trust:

The Powers conferred by the Mississippi Uniform Trustee's Powers Law as amended from time to time found at §91-9-101, Miss. Code Annotated, 1972, and the powers conferred by §91-9-9, Mississippi Code Annotated, 1972, as may be amended from time to time.

Executed this 29th day of Joul, 2008.

Rebecca A. Beard, Trustee

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STATE OF MISSISSIPPI COUNTY OF DESOTO

This day personally appeared before me, the undersigned authority in and for said County and State, the within named Rebecca A. Beard, who acknowledged that she signed and delivered the above and foregoing Certificate of Trust on the day and date therein mentioned as her free and voluntary act and deed and for the purposes therein expressed.

ommission Expires Nov. 12, 2011

My Commission E

Prepared by:

Joel P. Walker, MSB# 6881 WALKER, BROWN & BROWN, P.A.

P.O. Box 276 2540 Highway 51 South Hernando, MS 38632 662-429-5277 662-429-5280 Fax

DESCRIPTION OF LAND WOOLSEY HOME PLACE

The land in Desoto County, Mississippi, described as follows to wit:

102.98 acres, more or less in the Northeast Quarter and the Northwest Quarter of Section 23, Township 2 South, Range 6 West, Desoto County, Mississippi, sometimes referred to as the Woolsey 100 acre tract described as follows:

Beginning at a point on the North boundary line of Section 23, Township 2 South, Range 6 West, which is 330 feet East of the center line of said section (which point is the Northwest corner of the Keith Walker 30 acre tract); thence West along the North section line 1641.89 feet to the Northwest corner of the East half of the Northwest Quarter of Section 23 (the Northwest corner of the Woolsey 100 acre tract); thence South on Woolsey's West line 2640.64 feet to the Southwest corner of the East half of the Northwest Quarter of said Section 23; thence East on the half section line 1626.8 feet to the Southeast corner of the Woolsey 100 acre tract; thence North along the East line of the 100 acre tract 2640.64 feet to the point of beginning subject to the right of way for Woolsey Road and less the 50 foot by898.80 road right of way conveyed to SCCM, Inc. by the Deed in Book 328, Page 678.

The above described land is the same land conveyed to Milton L. Woolsey,

A/K/A M.L. Woolsey by the following Deeds: Book 86, Page 1; Book 101, Page 513;

Book 163, Page 624 and Book 258, Page 89.

Tax Parcel Number 2066-2300.0-00012.00

EXHIBIT "A"